

# NOTICE OF EXTRAORDINARY GENERAL MEETING IN NANOLOGICA AB (PUBL)

The shareholders of Nanologica AB (publ), corp. reg. no 556664-5023 (the "Company") are hereby convened to an extraordinary general meeting on Monday 23 September 2024, at 12.00, at Redeye's premises, Mäster Samuelsgatan 42, Stockholm.

## Right to attend the meeting

Shareholders who wish to participate in the general meeting must:

- Be registered in their own name (not nominee-registered) in the share register maintained by Euroclear Sweden AB on Friday 13 September 2024, and
- Notify the Company of his or her intention to attend the general meeting no later than Wednesday 18 September 2024, by mail to Forskargatan 20 G, SE-151 36 Södertälje, Sweden, stating "General Meeting", or by e-mail to [info@nanologica.com](mailto:info@nanologica.com).

## Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to exercise their voting rights and participate in the general meeting, notify the Company of his or her intention to attend the meeting and temporarily re-register the shares in their own name with Euroclear Sweden (so-called voting rights registration), so that the shareholder is recorded in the share register kept by Euroclear Sweden on Friday 13 September 2024. This means that shareholders need to notify their nominee well in advance of this date. Voting rights registration that has been requested by shareholders in such time that the registration has been made by the relevant nominee no later than on Tuesday 17 September 2024 will be taken into account in the preparation of the share register.

## Proxy

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity must be attached. The power of attorney may be valid for a maximum of five years from its issuance. The power of attorney in original and, where applicable, the certificate of registration, should be sent to the Company at the address stated above well in advance of the meeting. The Company provides proxy forms upon request, and such form is also available on the Company's website, [www.nanologica.com](http://www.nanologica.com).

## Number of shares and votes

At the time of this notice, there are a total of 44,178,618 shares in the Company. The total number of votes amount to 44,178,618. The Company does not hold any of its own shares.

## Proposed agenda

1. Opening of the meeting and election of chairman of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Determination as to whether the meeting has been duly convened
5. Approval of the agenda

6. Determination of the number of board members, election of a new board member and determination of remuneration
7. Resolution on the general meeting's subsequent approval of the board of directors' resolution on 29 August 2024 regarding a rights issue of units, including guarantee commitment from Flerie Invest AB
8. Resolution on the general meeting's subsequent approval of the board of directors' resolution on 29 August 2024 regarding a rights issue of units, excluding guarantee commitment from Flerie Invest AB
9. Resolution on reduction of the share capital
10. Resolution on authorization for over-allotment issue
11. Closing of the general meeting

### **Proposals to resolutions**

#### *Item 6 – Determination of the number of board members, election of a new board member and determination of remuneration*

The Nomination Committee intends to propose that the board of directors be expanded with an additional member and that this member receives compensation on par with the other members (adjusted to account for the fact that the individual will assume the position later in the year). The proposal, along with a reasoned statement, will be communicated well in advance of the general meeting.

#### *Item 7 – Resolution on the general meeting's subsequent approval of the board of directors' resolution on 29 August 2024 regarding a rights issue of units, including guarantee commitment from Flerie Invest AB*

On 29 August 2024, the board of directors made the below resolution (in italics) on a rights issue of units. The board of directors proposes that the general meeting resolves to approve the board's resolution.

As set out below, the shareholder Flerie Invest AB ("**Flerie Invest**") has been granted an exemption from the mandatory bid obligation that may arise should Flerie Invest fulfil its subscription and guarantee commitments. To the extent that the exemption relates to the guarantee commitment, it is conditional on, among other things, that the general meeting approves the issue with at least two-thirds of both votes cast and shares represented at the Annual General Meeting, excluding the shares held and represented at the Annual General Meeting by Flerie Invest.

In the event that the board of directors' resolution is not approved by the above mentioned majority, the board of directors presents an alternative proposal under item 8 on the agenda, according to which the general meeting is proposed to approve the issue of units without a guarantee commitment from Flerie Invest.

#### **The board of directors' resolution on a rights issue of units**

*The board of directors of Nanologica AB (publ), corp. reg. no 556664-5023 (the "**Company**") resolves, subject to the subsequent approval of the general meeting, to increase the Company's share capital by a maximum of SEK 5,522,327 (of which a maximum of SEK 4,417,861.60 is attributable to an increase due to the issue of shares and a maximum of SEK 1,104,465.40 is attributable to an increase due to the issue of warrants) through an issue of a maximum of 11,044,654 so-called units with preferential rights for existing shareholders under the following terms and conditions.*

1. Each unit consists of four (4) shares, and one (1) warrant of series 2024/2025. This means that a maximum of 44,178,616 new shares and a maximum of 11,044,654 new warrants can be issued. Through the resolution, the Company's share capital may increase by a maximum of SEK 4,417,861.60 through the new issue of shares and by an additional maximum of SEK 1,104,465.40 if all warrants are exercised for subscription of shares.
2. The right to subscribe for units with preferential rights shall be granted to those who are registered as shareholders in the Company on the record date of the rights issue, whereby each such shareholder shall be entitled to one (1) unit right for each existing share. Four (4) unit rights entitle the holder to subscribe for one (1) unit.
3. In the event that not all units are subscribed for with the support of unit rights, the board of directors shall, within the framework of the maximum amount of the rights issue, decide on the allocation of units that have not been subscribed for with preferential rights. Such allocation shall first be made to subscribers who have subscribed for units with the support of unit rights, regardless of whether the subscriber was a shareholder on the record date for rights issue or not, pro rata in relation to the number of units subscribed for with the support of unit rights. Secondly, allocation shall be made to those who have subscribed for units without the support of unit rights, pro rata in relation to how many units have been subscribed. Thirdly, allocation shall be made to guarantors in proportion to the guarantee commitments given. To the extent that allotment in accordance with the above cannot be made pro rata, allotment shall be made by drawing lots.
4. The record date for participation in the share issue shall be 25 September 2024.
5. Subscription of units with the support of unit rights shall take place during the period from and including 30 September 2024 up to and including 14 October 2024 (i) in the case of cash payment; by cash payment, or (ii) by simultaneous set-off of claims against the Company; on a subscription list. Subscription of units without the support of unit rights shall take place during the same period on a separate subscription list. Payment for units subscribed for without unit rights shall be paid in cash no later than the date stated in the settlement note showing notification of allotment. The board of directors shall have the right to extend the subscription and payment period.
6. Subscription of units made within the framework of any guarantee commitment shall be made on a special subscription list no later than three banking days after the end of the subscription period or, if subscription is prevented due to the rules for insider trading and/or PDMMR transactions, no later than three banking days after such obstacle has ended. Payment for units thus subscribed for shall be made in cash no later than two (2) business days after the settlement note showing notification of allotment of units has been sent. The board of directors shall have the right to extend the subscription and payment period.
7. Each unit is issued at a price of SEK 9.00 per unit, which corresponds to a subscription price of SEK 2.25 per newly issued share. To the extent that the subscription price for the shares exceeds the quota value of the shares, the excess amount shall be reported in the unrestricted share premium reserve. The warrants will be issued free of charge.
8. Each warrant of series 2024/2025 shall entitle the holder to subscribe for one (1) new share in the Company at a subscription price of SEK 3.00 per share. If the subscription price exceeds the quota value of the shares, the excess amount shall be reported in the unrestricted share premium reserve. Subscription of shares through warrants of series 2024/2025 shall be made in accordance with the terms and conditions of the warrants during the period 7 May 2025 up to and including 21 May 2025. The other terms and conditions for the warrants are set out in Appendix A.

9. *The new shares entitle to dividend for the first time on the record date for dividend that occurs immediately after the new share issue has been registered with the Swedish Companies Registration Office and the shares have been entered in the share register at Euroclear Sweden AB. Shares issued through subscription based on warrants of series 2024/2025 shall carry the right to dividends for the first time on the record date for dividends that occurs immediately after the new subscription has been registered with the Swedish Companies Registration Office and the shares have been entered into the share register maintained by Euroclear Sweden AB.*
10. *The CEO, or a person appointed by the board of directors, shall have the right to make such minor adjustments as may be necessary in connection with the implementation of the resolution and in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.*

**Exemption from mandatory bid obligation**

In connection with the rights issue carried out in 2020, Flerie Invest acquired an ownership stake of 30 percent after receiving an exemption from the mandatory bid obligation. Flerie Invest has also participated in a rights issue that was carried out in 2022 and in a rights issue carried out during the first quarter of 2024, in both cases after receiving an exemption from the mandatory bid obligation. As of the date of this notice, Flerie Invest holds approximately 39.2 percent of the shares in the Company. According to the terms and conditions of previous exemptions, a mandatory bid obligation arises for the acquisition of additional shares unless a new exemption is obtained.

In connection with the current rights issue, Flerie Invest has entered into a subscription and guarantee commitment with the Company. Through this subscription and guarantee commitment, together with other subscription commitments, the rights issue is secured to 100 percent.

The Swedish Securities Council has granted Flerie Invest an exemption from the mandatory bid obligation that may arise if Flerie Invest (i) fulfils its subscription commitment and subscribes for its pro rata share of units in the rights issue and exercises the warrants included in said units for share subscription, and (ii) fulfils its guarantee commitment by, in addition to its pro rata share, subscribing for units in the issue and exercising the warrants included in said units for share subscription. The part of the exemption that relates to Flerie Invest's guarantee commitment is conditional on the shareholders being informed prior to the general meeting of the size of the capital and voting shares that Flerie Invest may receive as a result of its guarantee commitment, and that the resolution to issue units is approved by the general meeting with at least two-thirds of both the votes cast and the shares represented at the meeting, excluding the shares held and represented at the meeting by Flerie Invest.

If Flerie Invest fulfils its subscription commitment and the entire guarantee commitment is exercised, and Flerie Invest uses all warrants received for subscription of shares, Flerie Invest's ownership interest after the rights issue may amount to a maximum of approximately 59.4 percent of the shares and votes in the Company. This calculation is based on the assumption that no one else uses warrants for share subscription.

**Majority requirement**

A resolution in accordance with the above is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting, excluding the shares held and represented at the meeting by Flerie Invest.

*Item 8 – Resolution on the general meeting’s subsequent approval of the board of directors’ resolution on 29 August 2024 regarding a rights issue of units, excluding guarantee commitment from Flerie Invest AB*

The board of directors’ proposal under this item 8 on the agenda only applies in the event that the general meeting, under item 7 on the agenda, does not resolve to approve the board of directors’ resolution on 29 August 2024 with the majority required under item 7.

The board of directors proposes that the general meeting instead resolves to approve the board of directors’ resolution on 29 August 2024 to issue new units, in accordance with the terms and conditions set out in item 7 above, with the condition that the issue is not guaranteed by Flerie Invest.

**Majority requirement**

A resolution in accordance with the above is valid if it is supported by shareholders representing at least half of both the votes cast and the shares represented at the general meeting.

*Item 9 – Resolution on reduction of the share capital*

The board of directors proposes that the general meeting resolves to reduce the Company’s share capital by a maximum of SEK 4,417,861.60 for allocation to non-restricted equity.

The share capital shall be reduced by an amount in SEK corresponding to the amount by which the share capital increases through the resolution on a rights issue of units in accordance with item 7 or 8 on the agenda, but only to the extent that the share capital increase is attributable to newly issued shares (the share capital increase that may occur due to newly issued warrants being exercised for subscription of shares shall not be taken into account) and with relevant adjustment to achieve an effective quota value.

The reduction shall be carried out without the redemption of shares.

The resolution is conditional upon the rights issue of units in accordance with item 7 or 8 on the agenda being registered with the Swedish Companies Registration Office. Said rights issue of units entails an increase of the share capital of not more than SEK 5,522,327 (of which a maximum of SEK 4,417,861.60 is attributable to an increase due to the issue of shares and a maximum of SEK 1,104,465.40 is attributable to an increase due to the issue of warrants).

The CEO, or a person appointed by the board of directors, shall have the right to make such minor adjustments as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

**Majority requirement**

A resolution in accordance with the above is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

*Item 10 – Resolution on authorization for over-allotment issue*

The board of directors proposes that the general meeting authorizes the board of directors to, on one or more occasions during the period until the next annual general meeting, with deviation from the

shareholders' preferential rights, resolve on a new issue of not more than 2,222,222 units consisting of 8,888,888 shares and 2,222,222 warrants. Each unit shall consist of four shares and one warrant. The board of directors shall be able to decide on an issue with a provision for contribution in kind, set-off or otherwise with conditions in accordance with the Swedish Companies Act.

The new units shall be issued at a price of SEK 9.00 per unit, corresponding to SEK 2.25 per share as the warrants shall be issued free of charge, so that the price for units issued pursuant to the authorization corresponds to the subscription price in the new issue of units according to item 7 or 8 on the agenda. The board of directors shall have the right to determine the remaining terms and conditions issues under this authorization.

An issue in accordance with this authorization shall be made on market terms. The reason why the board of directors shall be able to resolve on an issue with deviation from the shareholders' preferential rights and with a provision on contribution in kind, set-off or otherwise with conditions as set out above is that the board of directors shall be able to accommodate any oversubscription in the new issue of units in accordance with item 7 or 8 on the agenda. The board of directors believes that it is positive if the Company is provided with additional capital as it promotes the Company's opportunities to advance in sales and production and thereby create additional value for all shareholders. It also provides the Company with an increased financial flexibility. An issue based on the authorization can be carried out in a time and cost-effective manner, which means that the Company quickly can benefit from the proceeds. The authorization also enables the Company to bring in strategic, capital-strong and long-term shareholders, which the board of directors considers to be positive for the Company and the shareholders. The purpose of the authorization and the possibility to deviate from the shareholders' preferential rights is thus to take advantage of the opportunity to provide the Company with additional capital that in a time and cost-effective manner can contribute to the Company's commercialization work, as well as to enable a strategic expansion of the circle of owners.

It is proposed that the CEO be authorized to make such minor adjustments to this resolution as may be necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

#### Majority requirement

A resolution in accordance with the above is valid only if supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the general meeting.

#### **Shareholders' right to information at the general meeting**

The board of directors and the CEO shall, upon request by any shareholder and where the board of directors determines that it can be done without material harm to the Company, provide information of circumstances which may affect the assessment of a matter on the agenda.

#### **Processing of personal data**

For information on how personal data is processed, please refer to the privacy policy available on Euroclear Sweden AB's website:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

**Documentation**

The board of directors' complete proposals as well as the board of directors' reports and other documents according to the Swedish Companies Act will be held available at the Company's office at Forskargatan 20 G in Södertälje and at the Company's website, [www.nanologica.com](http://www.nanologica.com), not later than three weeks before the general meeting, i.e. not later than Monday 2 September 2024. The documents will also be sent, without charge, to shareholders who so request and inform the Company of their postal address. The documents will also be held available at the general meeting.

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Stockholm in August 2024

**Nanologica AB (publ)**

*The board of directors*

**For further information, please contact**

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**About Nanologica AB (publ)**

Nanologica is a Swedish life science tools company that develops, manufactures, and sells advanced consumables to pharmaceutical manufacturers. Nanologica's products are specially developed for the purification of peptide drugs, such as insulin and GLP-1 analogues. Due to effective purification and a long lifetime for the products, they can increase productivity and reduce costs for pharmaceutical manufacturers. Nanologica operates in a global niche market that is growing as a result of increased demand for drugs for the treatment of diabetes and obesity. The company's mission is to increase access to cost-effective drugs through its purification products and thereby contribute to more patients around the world having access to life-saving treatments. The company is headquartered in Södertälje and Nanologica's share (NICA) is listed for trading on Nasdaq Stockholm Main Market. For further information, please visit [www.nanologica.com](http://www.nanologica.com).

**Attachments**

[NOTICE OF EXTRAORDINARY GENERAL MEETING IN NANOLOGICA AB \(PUBL\)](#)